



Official Committee of Equity Security Holders of
USA Capital Diversified Trust Deed Fund, LLC
1112 Worthen Circle
Las Vegas, NV 89145
Attn: Robert G. Worthen
Chair

February 26, 2007
Client No. 17908
Invoice No. 1055870

Orrick Contact: Marc A. Levinson

FOR SERVICES RENDERED through January 31, 2007 in connection
with the matters described on the attached pages:

\$ 237,238.30

DISBURSEMENTS as per attached pages:

7,377.53

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 244,615.83

Matter(s): 17908/2 – USA Capital Diversified Trust Fund Commi

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
If this amount has already been paid, please disregard.

\$448,895.92

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
File 72887 P.O. Box 61000
San Francisco, CA 94161-2887
Reference: 17908/ Invoice: 1055870
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Bank of America, File #72887
1455 Market Street, 21st Floor
San Francisco, CA 94103
(415) 436-4300*

**ELECTRONIC FUNDS
TRANSFERS:**

Wire Transfers Only:

ABA Number 0260-0959-3
Bank of America
100 West 33rd Street, NY, NY 10001
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499-4-10382
Reference: 17908/ Invoice: 1055870
E.I.N. 94-2952627

**ELECTRONIC FUNDS
TRANSFERS:**

ACH Transfers Only:

ABA Number 121-000358
Bank of America
San Francisco Main Branch
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499-4-10382
Reference: 17908/ Invoice: 1055870
E.I.N. 94-2952627



ORRICK

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 Chair

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Orrick Contact: Marc A. Levinson

For Legal Services Rendered Through February 6, 2007 in Connection With:

Matter: 2 - USA Capital Diversified Trust Fund Committee

Task B110 – Case Administration

01/02/07	R. Ragni	Review ECF notice of USACM's Supplemental Opposition to Bunch claim and Direct Lender detailed information (.10); draft email to Diversified Committee professionals and submit documents for their review and analysis (.10); review ECF notice of two objections to the proposed orders (.10); review ECF notice of transcripts from December 20, 2006 hearing and draft email to Diversified Committee professionals with documents filed, review ECF notice regarding USA Investors answer and circulate to Diversified Committee professionals and review ECF notice regarding Joinder of Objections and Status Agenda (.10); draft and circulate email with attached documents to the Diversified Committee professionals for their review and analysis (.10).	0.50	195.00
01/02/07	M. Levinson	Portion of long telephone conversation with B. Olson and A. Loraditch devoted to the hearings and meeting tomorrow (.60); Review the status and agenda for tomorrow's hearings forwarded by J. McPherson (.10).	0.70	392.00



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01/03/07	R. Ragni	Review ECF notice of the Stipulation and Order re Motion for Approval of Procedures regarding the Assignments of Direct Lenders' Interests in Loans and ECF notice of Order Approving the 2004 Examination of Person Most Knowledgeable at Great White Investments NV, Inc and Order Approving 2004 Examination of Person Most Knowledgeable at First American Title Insurance Co. (.10); draft email to Diversified Committee professionals and submit the documents for their review and analysis (.10).	0.20	78.00
01/04/07	R. Ragni	Review ECF notice on the Motion to Produce Documents Pursuant to Bankruptcy Rule 2004, where the motion requests Nevada State Bank, the custodian of records, to produce documents related to the financial condition of USACM and others listed in Exhibit A to the motion (.20); review the Reply by Dayco Funding to the Opposition for the Relief from the Stay and draft email to Diversified Committee professionals group and transmit documents (.10); draft email to Diversified Committee regarding conference call availability (.10).	0.40	156.00
01/05/07	R. Ragni	Review ECF Response to USACM Objection to Proof of Claim No. 1099 Filed by Bunch and Review ECF notice of the December 19, 2006 hearing transcripts (.10); draft email to Diversified Committee professionals and attach documents for their review and analysis (.10).	0.20	78.00



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01/05/07	R. Ragni	Review ECF notice regarding application and the Notice of Hearing on the Application to Employ Santoro Driggs Walch as the Trustee's Counsel and review the application (.20); draft email to the Diversified Committee professionals (.10); review ECF Two Certificate of Readiness from the Bankruptcy Appellate Panel and review ECF notice of the Declaration of Thomas Allison in Support of Objection to Proofs of Claim No. 83, 84, and 85 and DTDF's Objection to Proofs of Claim No. 79, 80, and 81 filed by Pension Benefit Guaranty Corp (.10); draft email to Diversified Committee professionals and transmit documents and draft follow up email to M. Levinson regarding the Committee call agenda and review response regarding the same (.10).	0.50	195.00
01/06/07	R. Ragni	Draft Effective Date Transition memorandum for inclusion on the website (.30); send email to M. Levinson, M. Tucker, C. Harvick regarding the update and ask for their responses, comments and suggestions to the material (.10).	0.40	156.00
01/07/07	M. Levinson	Review prior email memoranda re preservation of records by Beadle McBride (.20); draft, revise and finalize email memorandum to J. McPherson and M. Pugsley re the same and re next steps with respect to the same (.20).	0.40	224.00
01/08/07	M. Levinson	Review and respond to M. Pugsley email memorandum re Beadle McBride's failure to respond to the request to preserve documents.	0.20	112.00
01/08/07	R. Ragni	Review ECF notice regarding Confirmation Order and the Proposed Findings of Fact and Conclusions of Law and draft email to the Diversified Committee professionals and submit documents for their review and analysis (.10); review and analyze the Confirmation Order and the Proposed Findings of Fact and Conclusions of Law (.40); review ECF notice of Reply filed by USACM to the Binford Claim Objection and draft email to the Diversified Committee professionals with reply for their review and analysis (.10).	0.60	234.00



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01/08/07	R. Ragni	Draft email question to BMC web manager regarding additional changes to the website (.20); review Debtors' website regarding additional debtor entities of the involuntary debtors (.20); receive email from BMC web manager regarding the requested changes and forward question to J. Hermann regarding the additional Debtors' names (.10); review and analyze the website inquiry regarding the distributions and attempt to edit directly; email BMC web manager when unable to edit without upload of new document (.20).	0.70	273.00
01/08/07	R. Ragni	Review ECF notice of Order Granting the Debtor's Motion to Return Investor Funds Held in Escrow and a Response to Diversified's Omnibus Objection (.10); draft email to Diversified Committee professionals and transmit documents for their review and analysis (.10); review ECF Order Granting Ex Parte Application for Release of Order Granting Ex Parte Application to File Motion Under Seal and Order Authorizing Production of Documents Pursuant to Bankruptcy Rule 2004 and draft email to Diversified Committee professionals and transmit for their review and analysis (.10).	0.30	117.00
01/09/07	R. Ragni	Review ECF notice regarding the Reply in Support of the Objection to Gateway Stone Claim and review ECF notice of the Notices of Entry of the Plan Confirmation and the Findings of Fact and Conclusions of Law and review ECF notice on the Opposition to Motion to Quash Subpoenas regarding the USA Investment Partners, LLC and draft email to Diversified Committee professionals and transmit documents for their review and analysis (.10); review ECF notice of miscellaneous motions filed that are not sent to the Diversified Committee professionals (.10); send calendar Diversified Committee professionals emails from past few days and also administrative matters regarding circulating calendar department to the Diversified Committee professionals group (.30).	0.50	195.00



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01/09/07	J. Hermann	Telephone conference with M. Levinson regarding case developments impacting future representation.	0.10	57.00
01/10/07	R. Ragni	Review ECF notice on USACM's objection to Callister & Reynolds Application for Fees and Expenses and review ECF notice on the Order to Temporarily Allow the Vote of Copper Sage and Review ECF notice on the Amended Order for Production of Documents Pursuant to 2004-amended to include inadvertently omitted exhibit (.10); draft email to the Diversified Committee professionals and transmit for their review and analysis (.10).	0.20	78.00
01/10/07	R. Ragni	Review ECF notice of Joint Ex-Parte Application for 2004 Examination of BySynergy (production of documents) and Michael Zito and review documents (.20); draft email to Diversified Committee professionals and submit for their review and analysis (.10); review ECF notice regarding the Response to Objections filed by Spectrum Financial and Rolland Weddell and save the documents into zip files for their review (.20); draft email to the Diversified Committee professionals and submit documents for their review and analysis (.10).	0.60	234.00
01/11/07	R. Ragni	Review ECF notice of Joinder of the Unsecured Creditors Committee of USACM to USACM's Objection to the Application for Compensation for Expenses and review ECF notice of Interim Order Granting the Debtor's Motion to Employ its Professionals, Mesirow Financial, Schwartz & McPherson, and Ray Quinney & Nebeker (.10); draft email to Diversified Committee professionals and submit for their review and analysis (.10); return M. Levinson email regarding calendar question and follow up with Calendar Department regarding the same and receive call from M. Levinson regarding master calendar and follow up on the website questions (.10); send M. Levinson the draft for the website and send further email to J. Herman regarding the Tree Moss and USA Investors updates (.10).	0.40	156.00



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01/11/07	R. Ragni	Review ECF notice regarding the Amended Responses to Debtor's Claim Objections filed by Weddell and Spectrum and download documents for the file (.30); draft email to Diversified Committee professionals and submit the file for their review and analysis (.10).	0.40	156.00
01/12/07	R. Ragni	Review ECF notice of several continued hearings and review ECF notice of joinder in claim objection and ECF notice of Supplemental Response to Disclosure of Bunch Claim Objection (.10); draft email to Diversified Committee professionals and submit for their review and analysis. (.10).	0.20	78.00
01/13/07	M. Levinson	Review and re-review numerous email memoranda and documents received during the past week in preparation for the upcoming week.	1.60	896.00
01/14/07	M. Levinson	Continue reviewing and re-reviewing numerous email memoranda and documents received during the past week in preparation for the upcoming week.	1.10	616.00
01/16/07	R. Ragni	Review ECF notice of the Notice of Entry Stipulation re Modification of Fee Procedure Order and Draft email to submit to Diversified Committee professionals for their review and analysis and receive email from M. Levinson regarding the stipulation not being attached to the order (.10); draft email to Ray Quinney and Schwartzer & McPherson regarding whether the stipulation will be included in a corrected filing (.10).	0.20	78.00
01/16/07	R. Ragni	Review ECF notice of Statement of Compass Partners in Response to USACM's Reply Memorandum in Support of Motion for Approval of Procedures re Assignments of Direct Lenders' Interests and review ECF notice of DTDF's Status Report on Motion for Protective Order and review ECF notice of USACM's Supplemental Brief in Support of Objection to Bunch Claim (.10); review ECF notice of the Amended Notice of Entry Stipulation and Order re Modification of Fee Procedure (corrected to include Order and draft email to Diversified Committee professionals submitting documents for their review and analysis (.10).	0.20	78.00



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01/17/07	R. Ragni	Review ECF notice of relief from the stay and all corresponding exhibits and download and send to the Diversified Committee professionals (.20); email Diversified Committee filed pleadings in the case to the Diversified Committee professionals (.10); review ECF notice of the Supplement to Joinder in Debtors' Opposition to Motion to Enforce Order Granting Debtors' Motion to Distribute Funds and the McGimsey P&A re omnibus Objection of the DTDF to Claims and the corresponding exhibits and draft email to the Diversified Committee professionals and send for their review and analysis (.10).	0.40	156.00
01/17/07	R. Ragni	Conference with M. Levinson regarding calendar and other administrative issues (.10); review ECF regarding Notice of Appeal and send email to Diversified Committee professionals with attachment for their review and analysis (.10).	0.20	78.00
01/17/07	R. Ragni	Review ECF notice regarding the Stipulation to Continue the Hearing on the Spectrum Proof of Claim Objection and review ECF notice regarding the Notice of Appeal to the Order Confirming the Debtors' Plan and corresponding Exhibit A filed by Debt Acquisition (.10); review ECF notice regarding Motion for Protective Order by Great White and corresponding Affidavit and ECF notice regarding Motion to Seal Responses to 2004 Subpoena filed by Great White (.10); review ECF notice regarding Letter to the Court re Proof of Claim filed by Investor-Shaw and Review ECF notice of Amended Notice of Appeal filed by Lenders Group and Exhibit A to the Amended Notice of Appeal and draft email to Diversified Committee professionals and transmit for their review and analysis (.10).	0.30	117.00
01/18/07	R. Ragni	Review ECF notice of appeal documents and review the documents, notice of appeal, appeal memorandum and BAP transmittal (.20); draft email to the Diversified Committee professionals for their review and analysis (.10).	0.30	117.00



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01/18/07	R. Ragni	Review ECF notice of Application for BySynergy Production of Documents Pursuant to Rule 2004 and the Amended Michael Zito Application for Examination Pursuant to Rule 2004 and review ECF notice of the Debtors' Statements of Election to move the appeals of Lenders Group and Debt Acquisition to the District Court (.10); review ECF notice of the Appeal Documents of Debt Acquisition and draft email to the Diversified Committee professionals and submit for their review and analysis (.10).	0.20	78.00
01/18/07	R. Ragni	Review ECF notices regarding Diversified Committee Objection to Relief from the Stay Motion to Shorten Time and ECF notice of Diamond McCarthy Application to Employ as Special Litigation Counsel to the Unsecured Creditor's Committee (.10); review ECF notice of Diamond McCarthy Application to Employ and review the application (.20); review ECF notice of Appeal of USA Investors and draft and submit emails to the Diversified Committee professionals group of the attachments for their review. (.10).	0.40	156.00
01/18/07	M. Levinson	Telephone conversation with J. Edwards of the Review-Journal re the BAP's imposition of the stay and re related matters.	0.20	112.00
01/19/07	R. Ragni	Review and analyze website update from M. Levinson (.10); upload for review of the Diversified Investors (.30).	0.40	156.00
01/22/07	R. Ragni	Review ECF notice regarding Order Sustaining DTDF's Objection to Wrong Debtor Claims and ECF notice of Notice of Hearing on the Stay Pending Appeal and review ECF notice of Ex Parte Motion to File Briefs Opposing the Lenders' Protection Group in Excess of 20 Pages and ECF notice of Declaration of Matthew Kavarda in Support of the Opposition to the Motion for Stay Pending Appeal (.10); draft email and submit saved documents to Diversified Committee professionals for their review and analysis (.10).	0.20	78.00



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01/23/07	R. Ragni	Review ECF notice regarding Operating Reports of all Debtors (.10); draft email transmitting Operating Reports to the Diversified Committee professionals for their review and analysis (.10); review ECF notice regarding Debtors Opposition to Stay Pending Appeal and ECF notice of two joinders to the Debtors Opposition to Stay Pending Appeal filed by USACM Committee and Capital First Trust Deed and review ECF notice of Transfer of Appeal and draft email transmitting ECF saved documents to Diversified Committee professionals for their review and analysis and Order Granting Temporary Stay in Lenders Protection Group and email to Diversified Committee professionals for their review and analysis (.10).	0.30	117.00
01/23/07	R. Ragni	Review of ECF notices regarding Motion to Exceed Page Limit For Opposition to Stay Pending Appeal and Joinder of Diversified Committee to Debtors' Opposition to Stay Pending Appeal and draft email memorandum to Diversified Committee professionals for their review and analysis.	0.10	39.00
01/24/07	R. Ragni	Review ECF notice of Lewis Roca December fee statement and send document to Diversified Committee professionals for their review and analysis and ECF notice of Sierra Consulting December fee statement and send document to Diversified Committee professionals for their review and analysis.	0.10	39.00
01/25/07	R. Ragni	Review ECF notice of Order Vacating Stay of Lender's Group Appeal and ECF notice of Shea & Carlyon monthly fee statement (.10); review ECF notice and ready documents of Motion to Enforce Automatic Stay and corresponding Motion to Shorten Time and further Order Granting Motion to Shorten Time (.20); draft email to Diversified Committee professionals and transmit for their review and analysis (.10).	0.40	156.00



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01/25/07	R. Ragni	Review ECF notice of Supplement to the Continued Employment and Retention of the Debtors' Professionals and ECF notice of Hartley Affidavit Pursuant to Bankruptcy Rule 2014(a) to Employ KPMG (.10); review ECF notice of brief and corresponding exhibit filed by USA Commercial Real Estate Brief to Enforce Order Granting Debtors' Motion to Distribute Funds and two 2004 Exam Application filed to exam USACM and Mesirow and draft emails to the Diversified Committee professionals and submit documents for their review and analysis (.10).	0.20	78.00
01/26/07	R. Ragni	Review email from J. Hermann regarding locating document filed last evening and respond to email and ECF notice of Motion to Enforce Plan of Reorganization and corresponding Notice of Hearing and Declaration in Support (.10); review ECF notice of Dismissal of Standard Property Appeal and circulate documents to the Diversified Committee professionals for their review and analysis (.10).	0.20	78.00
01/28/07	M. Levinson	Review and re-review email memoranda and documents from the past week in preparation for the upcoming week.	1.20	672.00
01/30/07	R. Ragni	Review ECF notice of two separate transfer of appeal to the District Court and circulate to Diversified Committee professionals for their review and ECF notice of Tree Moss Largest Unsecured Creditors list and circulate to Diversified Committee professionals for their review (.10); review ECF notice of Declaration of Susan Smith in support of Diversified Trust's claim objections and circulate to Diversified Committee professionals for their review (.10); review ECF notice of incorrectly filed Application for 2004 Examination and circulate to the Diversified Committee professionals for their review and review ECF notice of January 31, 2007 Agenda and circulate to Diversified Committee professionals for their review (.10).	0.30	117.00



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01/31/07	J. Hermann	Participate in bankruptcy court hearing on various motions, including objection to creditor claims in Diversified Fund case, motion to enforce stay against Texas foreclosure of senior deed of trust, objection to Standard Property claim, Investment Partners protective order and other matters (2.40); conferences with debtor counsel regarding results of hearing and impact upon pending matters (.20).	2.60	1,482.00
<i>B110 – Case Administration Total</i>			<i>18.60</i>	<i>8,658.00</i>

Timekeeper Summary	Hours	Rate	Amount
Jeffery D. Hermann	2.70	570.00	1,539.00
Marc A. Levinson	5.40	560.00	3,024.00
Rachel P. Ragni	10.50	390.00	4,095.00
Total All Timekeepers	18.60	\$465.48	\$8,658.00



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Task B120 – Asset Analysis and Recovery

01/02/07	J. Hermann	Review and revise 2004 applications for BySynergy matter (.30); review and analyze transaction documents in connection with the same (.20).	0.50	285.00
01/03/07	J. Hermann	Review and analyze transaction documents and other file materials in preparation for conference call with USA Investors VI trustee and his counsel (.60); participate in conference call with J. Lisowski, S. Flett, C. Harvick, B. Olson and M. Tucker regarding issues regarding operation and management of Hotel Zoso, with term of lease at only 37 years and with current purchase offer (.40 - portion of call); portion of conference call with A. Loraditch, C. Harvick, M. Tucker and M. Levinson regarding information obtained from trustee today and implications and action issues as a result of the same (.30).	1.30	741.00
01/04/07	M. Levinson	Review a series of C. Harvick, M. Tucker and J. Hermann re possible payoff of the secured Colt loan and re next steps with respect to such payoff and to collecting the unsecured Colt loans (.10); review J. Hermann and A. Loraditch email memoranda re setting Rule 2004 examinations relating to the Colt loans (.10).	0.20	112.00
01/04/07	J. Hermann	Review and analyze materials received from M. Haftl relating to contention that Diversified Fund-owned Colt loans are in fact capital contributions made by USAIP to pay for USAIP's equity interest in Colt Gateway, LLC (.70); review and analyze other file materials in connection with the same (.30); further preparation of memorandum regarding 2004 examination of HFA representatives, areas of inquiry, and documents to be produced (1.90); preparation of form of order granting 2004 request (.30); participate in exchange of email correspondence regarding the same with Diversified Committee professionals (.20).	3.50	1,995.00



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01/05/07	M. Levinson	Review lengthy C. Harvick email memorandum re possible payoff of the secured Colt loan.	0.10	56.00
01/06/07	J. Hermann	Portion of long conference call with C. Harvick, M. Tucker and M. Levinson regarding issues bearing upon collection of BySynergy loan and Colt Gateway loan and associated litigation and efforts.	0.50	285.00
01/06/07	M. Levinson	Portion of long telephone conversation with M. Tucker, C. Harvick and J. Hermann re devoted to collection of the Colt/HFA loans and the BySynergy obligation.	0.50	280.00
01/08/07	J. Hermann	Review and analyze prior pleadings in IP VI involuntary case in connection with planning for defending involuntary petition and developing strategy for recovery on Sheraton Hotel loan (.30); participate in exchange of email correspondence with Diversified Committee professionals regarding timetable for response to petition and status conference (.20); review and revise pleadings received from debtor counsel noticing 2004 examination of BySynergy representatives (.40); consideration and analysis of issues relating to Diversified Committee ceasing to exist within response time to 2004 examinations and procedural cooperation with debtors necessary as a result of the same (.30); participate in exchange of email correspondence with Diversified Committee professionals regarding the same and reissuance of the 2004 requests with participate of Diversified Committee (.30).	1.50	855.00
01/08/07	M. Levinson	Review lengthy J. Hermann email memorandum to A. Loraditch re preparing pleadings relating to Rule 2004 examinations relating to the BySynergy obligation.	0.10	56.00
01/09/07	M. Levinson	Review many J. Hermann, C. Harvick and A. Loraditch email memoranda re scheduling BySynergy Rule 2004 examinations and re related issues (.20); review prior legal memorandum on a Rule 2004 issue (.10); email memorandum to J. Hermann, C. Harvick and A. Loraditch re the same (.10).	0.40	224.00



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01/09/07	J. Hermann	Further consideration and analysis of issues bearing upon 2004 examinations to be noticed during transition period given that Diversified Committee will cease to exist prior to actual examination (.30); participate in exchange of email correspondence with Diversified Committee professionals regarding the same in connection with BySynergy 2004 applications (.40); review and revise further drafts of such pleadings (.40); telephone conference with A. Loraditch regarding further changes to the same (.20); review and analyze further drafts of such pleadings (.20).	1.50	855.00
01/10/07	M. Levinson	Review the exchange of numerous A. Loraditch and C. Harvick email memoranda re the BySynergy Rule 2004 examinations.	0.20	112.00
01/11/07	M. Levinson	Portion of long telephone conversation with A. Jarvis re the most recent discussions with HFA re the Colt loans.	0.10	56.00
01/16/07	J. Hermann	Consideration and analysis of issues in connection with retention by Diversified Fund of servicing on Colt loans including formulation of arguments in response to likely attempts by Fertitta to change servicer (.40); review and analyze transaction documents in connection with the same (.90); preparation of file notes regarding the same (.20); participate in exchange of email correspondence with USACM Committee professionals and Diversified Committee professionals regarding source of authority for servicing rights to be transferred to Diversified Fund (.30); review and analysis of terms of plan of reorganization and Compass asset purchase agreement regarding the same including excerpting provisions thereof (.80).	2.60	1,482.00



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01/17/07	M. Levinson	<p>Telephone conversation with A. Loraditch re BySynergy Rule 2004 applications (.10); telephone conversation with N. Sheps of Westport Capital Partners about Westport's interest in talking to the Diversified Fund about acquiring assets (.20); portion of long telephone conversation with G. Garman and R. Charles re the dispute between the direct lenders and the USACM re the treatment of the funds on account on the filing date (.20); review and respond to J. Chubb email memorandum requesting an order shortening time to hear a motion for relief from the stay with respect to the Colt Gateway loan, and exchange a series of follow-up email memoranda re the same with J. Chubb, G. Gordon, A. Landis, R. Charles and others (.30); review R. Goe email memorandum re Suncal's renewed interest in talking about purchasing certain Diversified Fund assets and email memorandum to C. Harvick, M. Tucker and J. Hermann re the same (.10).</p>	0.90	504.00
01/18/07	M. Levinson	<p>Review R. Goe email memorandum to R. Charles re Suncal's interest in purchasing assets in which Diversified has an interest and brief email memorandum to M. Tucker re the same (.10); portion of long telephone conversation with R. Charles re the same and re the Tabas Estate motion for relief from the automatic stay with respect to the Colt Gateway loan (.20); telephone conversation with A. Loraditch re responding to the Tabas Estate motion for relief from the automatic stay (.10); portion of long telephone conversation with C. Harvick and J. Hermann devoted to next steps with respect to the same and during which we review and revise the draft opposition to the order shortening time (.50).</p>	0.90	504.00



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01/18/07	J. Hermann	Telephone conference with M. Levinson and A. Loraditch regarding need to oppose OST on Fertitta Enterprises motion for relief from stay to terminate servicing rights in Colt Gateway loan (.20); review and analyze pleadings filed by Fertitta Enterprises (.40); review and analyze transaction documents in connection with the same included as exhibits to the relief from stay motion (1.40); preparation of objection to motion for order shortening time, including development of arguments in opposition to the merits of the underlying relief from stay motion (2.90); portion of conference call with M. Levinson and C. Harvick regarding motion for relief from stay in Colt Gateway loan and objection to the same (.50).	5.40	3,078.00
01/19/07	M. Levinson	Portion of long telephone conversation with T. Allison, S. Smith, A. Jarvis, L. Schwartz, M. Tucker and others devoted to the Colt/HFA loans (.20); exchange email memoranda with M. Tucker re the status of the dispute over allocating the Compass overbid (.10); initial review of the HFA proposal to settle the Colt loans (.20); review R. Goe email memorandum re Suncal's possible interest in purchasing assets in which the Diversified Fund has an interest and review R. Charles response thereto (.10); review the notice of denial of the motion to shorten time on the Tabas Estate motion for relief from stay and the J. Hermann email memorandum re the same (.10).	0.70	392.00
01/19/07	J. Hermann	Review and analyze order denying motion to shorten time on Fertitta motion for relief from stay to terminate servicing rights (.10); participate in exchange of email correspondence with Diversified Committee professionals regarding the same (.10); review and analyze motion to dismiss filed in IP VI involuntary case (.30); forward same to B. Olson and email regarding contacting R. Walker (.20).	0.70	399.00
01/19/07	M. Levinson	Telephone conversation with J. Hermann re the discussion with A. Jarvis, T. Allison and others concerning Investors VI.	0.20	112.00



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01/22/07	J. Hermann	Review and analyze detailed email message from D. Monson dealing with likely refinancing of Bob Russell loans and proposed handling of unpaid exit fees in connection with the same (.20); review and analyze transaction documents bearing upon the same received from D. Monson (.30); review and analyze B. Russell personal guaranty on such loans (.30); participate in exchange of email correspondence to D. Monson and professionals for debtors and all committees regarding release of such guaranties in connection with proposed refinancings (.20); review and analyze issues raised by D. Monson in reply email dealing with B. Russell personal guaranty and related matters (.10).	1.10	627.00
01/23/07	J. Hermann	Telephone conference with C. Harvick regarding issues in connection with status of negotiations of Colt Gateway loan payoff and related matters (.30); review and analyze debtor's motion to dismiss and motion to change venue (.20); portion of telephone conference with M. Levinson regarding need to respond to motion to dismiss filed by debtor and merits of the same (.50); participate in exchange of email correspondence with L. Schwartz and Diversified Committee professionals regarding merits of opposition to motion to dismiss (.20).	1.20	684.00
01/23/07	M. Levinson	Portion of very long telephone conversation with C. Harvick, B. Olson, A. Loraditch and J. Hermann devoted to recovery of loans (.20); conference call among Suncal executives (including B. Elaff, S. Brown and M. Canfield), R. Goe, G. Berman, R. Charles, M. Tucker, C. Harvick and others re Suncal's interest in acquiring Diversified Fund assets (.30); portion of long telephone conversation with J. Hermann devoted to the Investor VI bankruptcy case during which we review the docket and discuss, inter alia, responding to the motion to dismiss (.40).	0.90	504.00
01/23/07	M. Levinson	Portion of telephone conversation with J. Hermann and C. Harvick devoted to next steps in the Investor VI bankruptcy case.	0.20	112.00



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01/24/07	M. Levinson	<p>Portion of long telephone conversation with A. Jarvis devoted to the Investors VI involuntary case (.10); portion of long conference call among the debtors' and committees' professionals devoted to collection of various loans, including Russell-related loans (.20); portion of telephone conversation with J. Hermann re his telephone conversation with R. Walker re Investors VI motion to dismiss (.10); portion of very long telephone conference with A. Jarvis, C. Harvick, J. Hermann, D. Belt and M. Tucker, for part, re the status of the payoff of the Colt and HFA loans and related matters and re Investors VI (1.10); portion of very long follow-up conversation with C. Harvick, J. Hermann, D. Belt and M. Tucker devoted to the Colt and HFA loans (.60).</p>	2.10	1,176.00
01/24/07	J. Hermann	<p>Participate in exchange of email correspondence with Diversified Committee professionals regarding correspondence from Chicago Title regarding imminent release of funds and whether Diversified Fund is involved (.10); review and analyze brief on Huntsville loan seeking order preventing foreclosure in Texas by senior lienholder (.40); consideration and analysis of jurisdictional and procedural issues in connection with the same (.30); participate in exchange of email correspondence with debtor professionals and professionals from USACM, FTDF and Diversified Fund committees regarding the same (.20); participate in conference call with A. Jarvis, C. Harvick, M. Tucker, D. Belt and M. Levinson regarding numerous issues in connection with Colt Gateway loan, proposed payoff of senior loan, negotiations on restructure of undocumented loans, disputes over servicing rights and related matters (1.30); portion of follow-up conversation with C. Harvick, M. Tucker, D. Belt and M. Levinson regarding the same and related issues and strategy for moving forward (.80); review and analysis of Colt operating agreement and Colt fee agreement in</p>	3.50	1,995.00



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		connection with issues raised on conference calls (.40).		
01/25/07	M. Levinson	<p>Portion of telephone conversation with R. Charles devoted to a discussion of the status of the dispute between USACM and First Trust re allocation of the Compass overbid (.10); review prior email memoranda re related subjects and forward the same to R. Charles (.10); review J. Chubb email memorandum re the Colt Gateway loan, email memorandum to Diversified Committee professionals re the same and telephone conversation with J. Hermann re the same (.20); exchange follow-up email memoranda with J. Chubb (.10); review the two Rule 2004 examination requests (on person most knowledgeable and on Mesirow) propounded by Fertitta and Tabas Estate (.10); exchange of follow-up email memoranda with M. Tucker and J. Hermann re the same (.10); exchange a series of email memoranda with J. Hermann and M. Tucker re the filing of a motion by the FTDF Committee seeking a resolution of the dispute over the allocation of the Compass overbid (.20).</p>	0.90	504.00
01/25/07	J. Hermann	<p>Review and analyze email correspondence from J. Chubb regarding proposal to cooperatively notice default of Colt Gateway deed of trust (.10); telephone conference with M. Levinson regarding response to the same (.10); review and analyze materials received from D. Belt bearing upon allegation that undocumented loans are equity capital (.30); review and analyze transaction documents referred to in D. Belt's analysis (.40).</p>	0.90	513.00
01/26/07	M. Levinson	<p>Initial review of the FTDF Committee's motion for a determination of the allocation of the Compass overbid (.10); review G. Berman email memorandum re his conversation with R. Esterkin, new counsel for Suncal (.10).</p>	0.20	112.00



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01/27/07	M. Levinson	Portion of long telephone conversation with M. Tucker, C. Harvick and J. Hermann devoted to the upcoming Investor VI hearing re responding to the amended motion to dismiss, during which call I draft an email memorandum to E. Monson and S. Strong re the same (.40); review and analyze the subpoenas issued by the U.S. District Court for the Southern District of New York for the Colt Gateway person most knowledgeable and for R. MacFarland (.20); draft, revise and finalize a lengthy email memorandum to Diversified Committee professionals re the same (.20).	0.80	448.00
01/27/07	J. Hermann	Portion of conference call with C. Harvick, M. Tucker and M. Levinson regarding issues in connection with Colt Gateway loan and other loans in process of collection and related asset analysis issues.	0.40	228.00
01/28/07	M. Levinson	Review and analyze lengthy W. Molinski email memorandum re the Tabas Estate 2004 examination subpoenas served on MacFarlane and the Colt Gateway person most knowledgeable (.20); long telephone conversation with W. Molinski and J. Hermann re the same and re next steps in connection with the Colt loans (.50).	0.70	392.00
01/28/07	J. Hermann	Telephone conference with M. Levinson and W. Molinski regarding Colt Gateway depositions scheduled for next Friday, procedural propriety of the same, impact upon our contemplated Rule 2004 examination and numerous other issues.	0.50	285.00
01/29/07	J. Hermann	Portion of conference call with A. Loraditch, C. Harvick, M. Tucker and M. Levinson regarding Colt Gateway subpoenas and 2004 examination requests, propriety of the same, participate in the same, limited scope of the same, need to conduct 2004 examinations with broader scope and related matters (.60); further review and analysis of pleadings bearing upon the same (.40); further preparation of 2004 document requests (.60); review and analyze HFA financials received from T. Allison bearing upon issues of whether undocumented loans were booked as debt or equity (.70).	2.30	1,311.00



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01/29/07	M. Levinson	<p>Telephone conversation with J. Chubb re the Tabas Estate relief from stay motion, the planned Colt depositions and related matters (.20); review J. Chubb and J. Friedman email memoranda re the continuance of the depositions, and email memorandum to Diversified Committee professionals re the same (.10); portion of telephone conversation with W. Molinski devoted to the same (.10); portion of long telephone conversation with J. Hermann and A. Loraditch devoted to the same and to Investors VI, including the motion to dismiss the involuntary and their conversation today with R. Walker (.10); portion of long telephone conversation with M. Tucker, C. Harvick, J. Hermann and A. Loraditch devoted to the same (.10); portion of such conversation devoted to my call with J. Chubb and re other Colt matters, and during the call, draft and send an email to J. Friedman, counsel for HFA/Colt (.60); review responsive email memorandum from J. Friedman and email memorandum to Diversified Committee professionals re the same (.10).</p>	1.30	728.00
01/30/07	J. Hermann	<p>Conferences with T. Allison, A. Jarvis, other debtor representatives, USACM Committee representatives and C. Harvick regarding issues in connection with imminent payoff by refinance of Bob Russell loans, including Franklin Stratford loan, demands made by Compass in connection with exit fee, and demands made by borrower and new lender in connection with the same (.60); review and analyze payoff letters, transaction documents and recent communications bearing upon such issues (.50).</p>	1.10	627.00



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01/30/07	M. Levinson	Review and respond to email from Tabas Estate counsel, J. Bart, re the HFA depositions in New York and send a follow-up email memorandum to Diversified Committee professionals (.20); participate in an all-hands call among estate professionals re issues relating to the payoff of the Bob Russell loans (.30); telephone conversation with J. Hermann re his discussions this afternoon with T. Allison and A. Jarvis re the new defenses raised by HFA today (.10); portion of very long telephone conversation with J. Hermann re today's developments with respect to the Russell loans and re next steps (.30); portion of the call devoted to next steps with respect to the Colt loan (.10).	1.00	560.00
01/31/07	J. Hermann	Preparation for Investors VI involuntary status conference including review and analysis of prior pleadings (.40); conferences with debtor counsel to coordinate suggestions as to further scheduling (.20); participate in bankruptcy court hearing on status conference for involuntary trial (.50).	1.10	627.00
01/31/07	M. Levinson	Review and respond to S. Strong and J. Hermann email memoranda re responding to the Tabas Estate motion for relief from the stay to change servicers on the Colt Gateway loan.	0.20	112.00

B120 – Asset Analysis and Recovery Total 42.20 23,928.00

Timekeeper Summary	Hours	Rate	Amount
Jeffery D. Hermann	29.60	570.00	16,872.00
Marc A. Levinson	12.60	560.00	7,056.00
Total All Timekeepers	42.20	\$567.01	\$23,928.00



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Task B152 – Meetings & Communications with other Committees

01/24/07	J. Hermann	Portion of conversation with C. Harvick, M. Tucker, D. Belt and M. Levinson re need for further discussions with USACM Committee and trustee regarding open issues to be resolved.	0.30	171.00
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<i>B152 – Meetings & Communications with other Committees Total</i>			<i>0.30</i>	<i>171.00</i>
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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jeffery D. Hermann	0.30	570.00	171.00
Total All Timekeepers	0.30	\$570.00	\$171.00



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Task B153 – Meetings & Communications with the Committee or members of the Committee

01/04/07	M. Levinson	Short telephone conversation with B. Hardy and long telephone conversation with R. Worthen re recent case developments and re next steps (.30); telephone conversation with R. Ragni re scheduling a Diversified Committee conference call and review her subsequent email memorandum to members of the Diversified Committee (.10).	0.40	224.00
01/05/07	M. Levinson	Draft, revise and finalize the agenda for the January 8th Diversified Committee meeting and email the same to Diversified Committee members and professionals (.20); telephone conversation with M. Schmahl re a number of the agenda items and re other status and strategic matters (.20).	0.40	224.00
01/08/07	M. Levinson	Review M. Schmahl email memorandum re today's upcoming Diversified Committee conference call (.10); final preparation for the conference call (.20); participate in long Diversified Committee conference call (1.10); follow-up conversation with R. Worthen and M. Tucker (.50).	1.90	1,064.00
01/23/07	M. Levinson	Telephone conversation with R. Worthen re recent developments, including a discussion about the emergency stay and the quashing of the same and re next steps (.20); email memorandum to R. Worthen re the LPG's notice of intention not to pursue a stay (.10); review S. Katz and R. Ragni email memoranda re the upcoming Diversified Committee call (.10).	0.40	224.00
01/24/07	M. Levinson	Telephone conversation with B. Hardy re recent developments and next steps.	0.10	56.00
01/26/07	M. Levinson	Portion of long telephone conversation with M. Tucker devoted to planning for today's call, with J. Hermann for part (.20); participate in Diversified Committee conference call (1.20).	1.40	784.00
01/26/07	J. Hermann	Review and analyze prior pleadings in connection with upcoming Diversified Committee conference call (.30); participate in Diversified Committee conference call (1.20).	1.50	855.00



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*B153 – Meetings & Communications with the Committee or members of the
Committee Total* 6.10 3,431.00

Timekeeper Summary	Hours	Rate	Amount
Jeffery D. Hermann	1.50	570.00	855.00
Marc A. Levinson	4.60	560.00	2,576.00
Total All Timekeepers	6.10	\$562.46	\$3,431.00



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Task B154 – Meetings & Communications with the Creditors or Equity holders

01/02/07	R. Ragni	Update the Diversified Fund website with the agenda for hearing on December 3, 2007.	0.10	39.00
01/03/07	R. Ragni	Answer question of investor L. Turner regarding the availability of distribution (.20); review emails from investor and forward to M. Levinson with my question (.10); respond to follow up email from investor E. Ramsey and respond regarding additional question (.10).	0.40	156.00
01/04/07	M. Levinson	Review R. Ragni email memoranda to Diversified Fund investors L. Turner and E. Ramsey.	0.10	56.00
01/05/07	R. Ragni	Portion of telephone conversation with M. Levinson re website updates and responses to Diversified investors (.30); draft email to investor G. Lither regarding the necessary investigation of Great White (.30); call with the M. Levinson and J. Hermann for part during which we discuss web site updates regarding investor questions, effective date, plan confirmation, and other necessary communications with investors (.90); respond to email question on updates from investor H. Huffman (.30); draft a very long response to investor L. Avilia regarding his needing an update on the case and non-receipt of any updates or service since the solicitations for the plan went out (.40); update the Diversified Fund website to provide information regarding the distribution during the quarter and revising of other updates (.30); continue to draft model answer for Diversified Fund website regarding frequently asked questions (.20).	2.70	1,053.00
01/05/07	M. Levinson	Telephone conversation with R. Ragni re updating the website and responding to Diversified Fund investors (.30); review email memorandum from Diversified Fund investor, G. Lither and review the R. Ragni email memorandum in response thereto (.10); very long follow-up conversation with R. Ragni re the same, during which we review the Diversified Committee and the USACM websites and discuss certain language, with J. Hermann for part (.90); review email memoranda from Diversified Fund investors, L. Avila and H. Huffman, and review the lengthy R. Ragni email in response thereto (.10).	1.40	784.00



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01/05/07	J. Hermann	Telephone conference with R. Ragni and M. Levinson regarding updates for Committee web site and responding to inquiries of equity holders of DTF (.50); initial preparation of statements for Diversified Fund website explaining Tree Moss case, Investors VI case and HMA adversary proceeding (.90); review and analyze transaction documents and prior pleadings in connection with the same (.40).	1.80	1,026.00
01/06/07	M. Levinson	Review R. Ragni email memoranda to Diversified investors D. Huntington and N. Main.	0.10	56.00
01/06/07	R. Ragni	Respond to Diversified Fund website questions from investor D. Huntington regarding necessary information on distribution and litigation for new recoveries (.20); respond to Diversified Fund website question from investor A. Maestri regarding when a distribution will be made (.10); respond to Diversified Fund website question from investor N. Main regarding distributions and case updates (.20)	0.50	195.00
01/07/07	M. Levinson	Review M. Tucker email memorandum to R. Ragni re her email memorandum to a Diversified Fund investor, respond to M. Tucker re the same and exchange brief follow-up email memoranda with R. Ragni.	0.10	56.00
01/08/07	R. Ragni	Draft email to investor R. Fitzner regarding his question on distribution and game plan attack for recovery of the investors.	0.20	78.00
01/09/07	M. Levinson	Review email memorandum from Diversified Fund investors, the Beckers, forward the same to R. Ragni requesting her assistance in responding, and exchange brief follow-up email memoranda with R. Ragni and C. Harvick.	0.10	56.00
01/09/07	R. Ragni	Review email from M. Levinson regarding investor question and respond to the same.	0.10	39.00
01/10/07	M. Levinson	Very long telephone conversation with Diversified investor, E. Johnson (.30); review C. Harvick email memorandum re inquiry from Diversified Fund investors, the Beckers, email memorandum to the Beckers in response to their inquiry and review brief response from the Beckers (.20).	0.50	280.00
01/16/07	R. Ragni	Respond to investor E. Ramsey question (.10); respond to investor D. Bowman question (.20); respond to investor R. Brattain question (.10); update Diversified Fund website with loan summary (.20).	0.62	241.80



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01/16/07	M. Levinson	Exchange a series of email memoranda with R. Ragni and C. Harvick re updating the Diversified Committee website. (.10); review lengthy R. Ragni email memoranda to Diversified Fund investors R. Brittain and D. Bowman (.10).	0.20	112.00
01/18/07	R. Ragni	Website FAQ email to M. Levinson, C. Harvick and M. Tucker.	0.20	78.00
01/18/07	M. Levinson	Telephone conversation with Diversified investor R. Sharpe re the LPG stay, re the response thereto and re next steps.	0.20	112.00
01/19/07	M. Levinson	Review and revise the draft posting on the Diversified Fund website relating to the payoff of the Fiesta McNaughton loan, and forward to R. Ragni and C. Harvick.	0.20	112.00
01/23/07	R. Ragni	Update Diversified Committee website to provide information on tax-forms for the 2006 tax year.	0.10	39.00
01/24/07	R. Ragni	Update website with the Tree Moss update provided by J. Hermann (.10); respond to investor L. Taylor email regarding plan update (.20); respond to investor J. Wise email regarding updates regarding IRS forms, distributions, and BMC information (.20); review email from investor H. Moody and send email to M. Levinson and J. Hermann inquiring their analysis (.10).	0.60	234.00
01/24/07	J. Hermann	Preparation of Diversified Fund website statement regarding Tree Moss involuntary case (.90); review and analyze prior pleadings and other file materials in connection with the same (.30); preparation of Diversified Committee statement regarding USA Investors VI involuntary case to be posted on committee website (.70); review and analyze prior pleadings and other file materials in connection with the same (.30).	2.20	1,254.00
01/25/07	M. Levinson	Telephone conversation with Diversified investor A. Olson.	0.10	56.00
01/26/07	M. Levinson	Another telephone conversation with Diversified investor, A. Olson (.10); telephone conversation with R. Ragni and J. Hermann re updating the Diversified Committee website about the status of the appeal and the now-dissolved stay thereof (.10).	0.20	112.00



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01/26/07	J. Hermann	Initial preparation of Diversified Committee statement regarding HMA Sales adversary proceeding to be posted on committee website for the information of Diversified Fund investors (.30); review and analyze prior pleadings and other file materials in connection with the same (.20).	0.50	285.00
01/26/07	R. Ragni	Telephone conference with M. Levinson and J. Hermann regarding updates to website (.30); attention to website for necessary updates (.10).	0.40	156.00
01/26/07	J. Hermann	Consideration and analysis of issues involved in communicating to Diversified Fund members the stay proceedings in connection with the appeal of the confirmation order (.20); telephone conference with R. Ragni and M. Levinson regarding in connection with the same (.20).	0.40	228.00
01/27/07	M. Levinson	Review lengthy email memorandum from Diversified investor A. Olson.	0.10	56.00
<i>B154 – Meetings & Communications with the Creditors or Equity holders</i>			<i>14.12</i>	<i>6,949.80</i>
			<i>Total</i>	

Timekeeper Summary	Hours	Rate	Amount
Jeffery D. Hermann	4.90	570.00	2,793.00
Marc A. Levinson	3.30	560.00	1,848.00
Rachel P. Ragni	5.92	390.00	2,308.80
Total All Timekeepers	14.12	\$492.20	\$6,949.80



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Task B160 – Fee/Employment Applications

01/05/07	M. Levinson	Review the proposed order continuing the interim employment of the debtors' professionals to January 31st, sign the same and forward to all hands.	0.10	56.00
01/09/07	M. Levinson	Review J. McPherson email memorandum re her conversation with T. Davis, counsel for Beadle McBride, re the draft stipulation for payment to Beadle McBride.	0.10	56.00
01/18/07	M. Levinson	Participate in a series of email memoranda re the request of the USACM Committee to shorten time on its application to employ Diamond McCarthy.	0.10	56.00
01/20/07	M. Levinson	Attention to Orrick's December 2006 monthly fee statement.	0.70	392.00
01/21/07	M. Levinson	Further attention to Orrick's December 2006 monthly fee statement.	0.80	448.00
01/23/07	M. Levinson	Review S. Smith email memorandum requesting information about Orrick's monthly fee statements and the U.S. Trustee's objections thereto (.10); review prior fees statements and the U.S. Trustee's objections (.20); email memorandum to S. Smith providing the requested information (.20).	0.50	280.00
01/24/07	M. Levinson	Further attention to the December 2006 Orrick fee statement.	0.60	336.00
01/25/07	M. Levinson	Email memorandum to J. McPherson re the status of the Beadle McBride stipulation, and exchange follow-up email memoranda with J. McPherson re the same (.20); finalize Orrick's December fee statement and the cover pleading (.50).	0.70	392.00
01/30/07	M. Levinson	Review the proposed second stipulation re procedures for interim fees, review the brief A. Landis, R. Charles and S. Strong email memoranda in response thereto, and email all hands with the Diversified Committee's approval thereof (.20); review and respond to a number of R. Charles and other email memoranda re the employment by the USACM Committee of Diamond McCarthy (.10).	0.30	168.00



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01/31/07	M. Levinson	Review S. Smith email memorandum re the possible employment of KMPG to prepare tax statements for Diversified Fund investors and respond to Diversified Committee professionals re the same.	0.10	56.00
		<i>B160 – Fee/Employment Applications Total</i>	<i>4.00</i>	<i>2,240.00</i>

Timekeeper Summary	Hours	Rate	Amount
Marc A. Levinson	4.00	560.00	2,240.00
Total All Timekeepers	4.00	\$560.00	\$2,240.00



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Task B170 – Fee/Employment Objections

01/01/07	M. Levinson	Review and respond to R. Charles email memorandum re my proposed revisions to the Beadle McBride stipulation.	0.10	56.00
01/02/07	M. Levinson	Review and respond to J. McPherson email memorandum re next steps with respect to the Beadle McBride stipulation (.10); review J. McPherson follow-up email memorandum re possible continuance of the hearing thereon and re Beadle McBride possibly seeking a release and respond in a lengthy email memorandum (.20); exchange follow-up email memoranda with J. McPherson (.10).	0.40	224.00
<i>B170 – Fee/Employment Objections Total</i>			<i>0.50</i>	<i>280.00</i>

Timekeeper Summary	Hours	Rate	Amount
Marc A. Levinson	0.50	560.00	280.00
Total All Timekeepers	0.50	\$560.00	\$280.00



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Task B310 – Claims Administration and Objections

01/02/07	M. Levinson	Review the lengthy email memorandum from K. Christensen in response to the objection to the claims of R. Worthen and the Roseberry Family Partnership (.10); portion of long telephone conversation with B. Olson and A. Loraditch devoted to the same, to the response to objection filed by counsel to D. Carson and re other matters relating to tomorrow's hearing on claim objections (.40); voicemail message from K. Christensen re his proposal and follow-up email memorandum to B. Olson and A. Loraditch re to the same (.10); review lengthy A. Loraditch email memorandum to K. Christensen re their agreement to treat the proofs of claim as proofs of interest (.10); exchange email memoranda with A. Loraditch re treatment of claims on account of dishonored Diversified Fund checks (.10).	0.80	448.00
01/02/07	J. Hermann	Telephone conference with M. Levinson re objections to creditor claims for Diversified Fund investors whose March distribution checks were not cashed and whether such objections are well-founded.	0.30	171.00
01/03/07	M. Levinson	Conference with C. Carlyon re the treatment by First Trust of certain investor claims and email memorandum to A. Loraditch re the same (.10); attend the hearing on the objection to numerous claims filed against the Diversified Trust estate (.30); conference with A. Loraditch re next steps with respect to Diversified Fund investors who filed proofs of claim (.10); portion of meeting with A. Loraditch, C. Harvick and J. Hermann (by phone) devoted to a discussion of the same (.10).	0.60	336.00
01/03/07	J. Hermann	Portion of telephone conference with A. Loraditch, C. Harvick and M. Levinson re issues raised in court today as to whether Diversified Fund investors should be elevated to creditor status based upon claims of being defrauded in purchase transaction.	0.10	57.00



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01/04/07	M. Levinson	Review documents and cases in connection with the reply brief to the McGimsey claims (.20); email memorandum to A. Loraditch re the American Wagering case and exchange a series of brief follow-up email memoranda with A. Loraditch re the same (.20).	0.40	224.00
01/05/07	M. Levinson	Review the proposed order continuing the hearing on inter-company claims, sign the same and forward to all hands.	0.10	56.00
01/08/07	M. Levinson	Telephone conversation with A. Loraditch re the reply brief for the objection to the McGimsey claim and re related legal issues (.30); telephone conversation with R. Ragni re a research project relating to the reply brief (.10); review prior email memorandum in connection with the research project and send a brief follow-up email memorandum to R. Ragni and A. Loraditch re the same (.20).	0.60	336.00
01/08/07	R. Ragni	Telephone conversation with M. Levinson regarding issue on research for 510(b) issue (.10); follow up with A. Loraditch (.10).	0.20	78.00
01/09/07	R. Ragni	Emails with M. Levinson regarding research 510(b) issue (.10); telephone conversation with A. Loraditch regarding research (.10); begin research and have call with Westlaw attorney to run search prior to charging client for the research done (.30).	0.50	195.00
01/10/07	M. Levinson	Review E. Karasik email requesting information in connection with the objection to the PGBC claim, review prior email memoranda and documents in connection with responding to the same, and send a response (.20); review C. Harvick, J. Hermann and E. Karasik follow-up email memoranda (.10); telephone conversation with R. Ragni re her research in connection with the reply brief relating to the McGimsey claim and re her related conversation with A. Loraditch (.10); review and analyze lengthy R. Ragni email memorandum summarizing her research (.20); initial review of two of the cases (.20); analysis re next steps in light thereof (.10).	0.90	504.00



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01/10/07	R. Ragni	Review, analyze and do extensive research regarding the issues of section 510(b) in connection with the McGimsey claim and draft email to A. Lordaditch and M. Levinson regarding my review and analysis.	5.60	2,184.00
01/11/07	M. Levinson	Telephone conversation with A. Loraditch re the response on the McGimsey claim and related section 510(b) issues (.20); follow-up telephone conversation with A. Loraditch re the same (.10).	0.30	168.00
01/15/07	M. Levinson	Initial review of the lengthy declarations of R. Weddell and W. Schilz in support of the proofs of claim in the USACM case filed by R. Weddell and by Spectrum Financial Group (.20); telephone conversation with S. Freeman re the same and re other claims objections (.10).	0.30	168.00
01/16/07	R. Ragni	Receive email from M. Levinson requesting I review draft of Diversified Committee's supplemental brief (.10); review draft of supplemental brief (.40); draft email to A. Loraditch with suggestions for changes to the brief (.20).	0.70	273.00
01/16/07	M. Levinson	Review and interlineate comments to the draft reply to the McGimsey investor group with respect to Bankruptcy Code section 510(b) (.90); email memorandum to A. Loraditch re the same (.10); telephone conversation with A. Loraditch re my comments (.20); review and interlineate comments to the next draft of the reply (.50); exchange email memoranda with A. Loraditch re the same (.10); telephone conversation with A. Loraditch re the same and re next steps (.10).	1.90	1,064.00
01/16/07	J. Hermann	Review and analyze drafts of reply brief on McGimsey claim objection.	0.20	114.00
01/17/07	M. Levinson	Telephone conversation with A. Loraditch re this morning's hearing on the motion relating to a bar date for intercompany proofs of claim and re the status of the reply to the McGimsey claims (.10); review of the McGimsey group's reply brief (.20); exchange follow-up email memoranda with A. Loraditch re the same (.10).	0.40	224.00



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01/23/07	M. Levinson	Review S. Strong email memorandum re the PGBC's agreement to withdraw its proof of claim against the Diversified Fund.	0.10	56.00
01/24/07	M. Levinson	Review the draft stipulation re withdrawal of the PBGC proofs of claim against the Diversified Fund and First Trust Deed Fund, sign the same and email memorandum to S. Strong and others re the same.	0.20	112.00
<i>B310 – Claims Administration and Objections Total</i>			<i>14.20</i>	<i>6,768.00</i>

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jeffery D. Hermann	0.60	570.00	342.00
Marc A. Levinson	6.60	560.00	3,696.00
Rachel P. Ragni	7.00	390.00	2,730.00
Total All Timekeepers	14.20	\$476.62	\$6,768.00



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Task B320 – Plan and Disclosure Statement (including Business Plan)

01/01/07	M. Levinson	Review S. Strong email memorandum covering a new version of the findings of fact relating to the proposed confirmation order.	0.10	56.00
01/02/07	M. Levinson	Review brief email memoranda from R. Ventura and D. Kirby (on behalf of DACA) objecting to the form of confirmation order and findings and the R. Charles email memorandum and the A. Brumby email memorandum (on behalf of Standard Properties) accepting the form of order and findings (.20); review the email memorandum from A. Smith's associate, K. Darby, objecting to the findings and order and promising a detailed objection and proposed findings, review the J. Chubb email memorandum objecting, too, and discussing related timing issues, and review the C. Carlyon response thereto (.20); review a number of email memoranda from A. Jarvis, S. Strong and others re the status of the confirmation hearing transcript and of the order and findings (.20); draft, revise and finalize an email memorandum to professionals employed by the debtors and by certain of the committees re next steps with respect to the draft findings and order (.20); review J. Chubb response to C. Carlyon (.10).	0.90	504.00
01/02/07	J. Hermann	Review and analyze multiple emails from plan objectors objecting to form of confirmation order and confirmation findings (.20); participate in exchange of email correspondence with professionals for debtors and all committees discussing the same and timing issues in connection with appeal, possible stay and closing of Compass sale (.40); review and analyze plan of reorganization provisions and Compass asset purchase agreement in connection with the same (.40).	1.00	570.00



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01/03/07	M. Levinson	Travel to Las Vegas for hearing on the confirmation order and findings, continuing to prepare en route, including the review of the most recent draft of the findings and the order (2.50); attend the portion of today's hearings devoted to the confirmation order and findings (1.70); conferences with various counsel following the lunch break and before the afternoon hearing re the status of the discussions about the form of findings and order (.20); attend the afternoon hearing devoted to the confirmation order and findings (.40); attend the hearing on the D. Bunch motion to count his vote on the plan despite the objection to his claim (.80); travel from Las Vegas, less time devoted to other matters en route (2.20).	7.80	4,368.00
01/03/07	J. Hermann	Portion of telephone conference with A. Loraditch, C. Harvick and M. Levinson regarding issues raised in court today as to objections to confirmation order (.10); review and analyze revised form of confirmation order reflecting events in bankruptcy court today (.20).	0.30	171.00
01/04/07	J. Hermann	Participate in exchange of numerous emails with professionals from debtors and all committees regarding disputes as to form of confirmation order and suggestions for changes to the same (.40); review and analyze proposed changes to confirmation order (.30).	0.70	399.00
01/05/07	M. Levinson	Review the proposed new paragraph 82 of the confirmation order (relating to the order not changing the Asset Purchase Agreement) forwarded by S. Strong (.20); review follow-up email memoranda from C. Pajak, G. Gordon and R. Charles and email all hands with my approval (.10); review the portion of the transcript relating to the remaining dispute between Compass and the Direct Lenders Committee and the brief C. Pajak and S. Strong email memoranda re the same (.20); review the G. Gordon email memorandum saying that an ambiguity exists and recommending that there be a telephonic hearing on January 8th re the same (.10); review A. Jarvis follow-up	1.30	728.00



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01/05/07	J. Hermann	email memorandum (.10); draft, revise and finalize an email memorandum to all hands re the same and re next steps (.20); review G. Davis, G. Garman and A. Jarvis follow-up email memoranda re seeming agreement between Compass and the Direct Lenders Committee (.20); follow-up email memorandum to all estate professionals re the same (.10); review brief follow-up email memoranda from A. Jarvis, R. Charles and T. Lomazow (.10). Review and analyze relevant portions of transcript of December 19th hearing regarding issues remaining in dispute (.20); participate in exchange of email correspondence with professionals for debtors and all committees regarding the same (.20); review and analyze final form of language in confirmation order in dispute (.20).	0.60	342.00
01/09/07	M. Levinson	Review a series of short email memoranda from C. Pajak, L. Schwartzer and others re the filing and entry of the confirmation order.	0.10	56.00
01/09/07	M. Levinson	Email memorandum to all estate professionals re the timing of the Effective Date in light of the filing and entry of the confirmation order.	0.10	56.00
01/16/07	M. Levinson	Participate in a series of email memoranda with R. Charles, C. Harvick and others re the treatment and the servicing of the Colt loans in the plan.	0.20	112.00
01/17/07	M. Levinson	Review the J. McPherson email memorandum re her conversation with the clerk of the BAP regarding the request for stay from the Lenders Protection Group (.10); initial review of the emergency motion for a stay (.40); email memorandum to Diversified Committee professionals re the same (.10); review R. Charles, S. Freeman, E. Karasik and A. Jarvis follow-up email memoranda re the same (.20); lengthy email memorandum to estate professionals re the same (.20); telephone conversation with R. Charles re the same (.20); exchange a series of many follow-up email memoranda with several counsel for the committees (.20); portion of long telephone conversation with E.	3.70	2,072.00